

STATEMENT AND DESIGNATION
BY
FOREIGN CORPORATION

1857445

FILED
In the office of the Secretary of State
of the State of California

MAY 05 1993

March Fong Eu
MARCH FONG EU, Secretary of State

DUALSTAR PRODUCTIONS, INC.

(Name of Corporation)

a corporation organized and existing under the laws of Delaware,
(State or Place of Incorporation)
makes the following statements and designation:

1. The address of its principal executive office is c/o Loeb and Loeb, 1000
Wilshire Boulevard, Suite 1800, Los Angeles, California 90017.
(Insert complete address of principal executive office wherever located.)
DO NOT USE POST OFFICE BOX

2. The address of its principal office in the State of California is c/o Loeb and Loeb,
1000 Wilshire Boulevard, Suite 1800, Los Angeles, CA 90017.
(Insert complete address of principal office in California.)
DO NOT USE POST OFFICE BOX

DESIGNATION OF AGENT FOR SERVICE OF PROCESS WITHIN THE STATE OF CALIFORNIA

3. (Use this paragraph if the process agent is a natural person.)

_____,
a natural person residing in the State of California, whose complete address is

DO NOT USE POST OFFICE BOX

is designated as its agent upon whom process directed to the corporation may be
served within the State of California in the manner provided by law.

(FORM TO BE COMPLETED ON REVERSE SIDE)

4. (Use this paragraph if the process agent is a corporation.)

The Prentice-Hall Corporation System, Inc. _____, a corporation organized
and existing under the laws of Delaware is designated as
agent upon whom process directed to the undersigned corporation may be served within
the State of California, in the manner provided by law.

NOTE: Before it may be designated by any foreign corporation as its agent for
service of process, a corporate agent must comply with Section 1505,
California Corporations Code. (See instruction 2.)

5. The undersigned corporation hereby irrevocably consents to service of process
directed to it upon the agent designated above, and to service of process on the
Secretary of State of the State of California if the agent so designated or the
agent's successor is no longer authorized to act or cannot be found at the address
given.

DUALSTAR PRODUCTIONS, INC.

(Name of Corporation)

David B. Olsen

(Signature of Corporate Officer)

David Brian Olsen, President

(Typed Name and Title of Officer Signing)

INSTRUCTIONS:

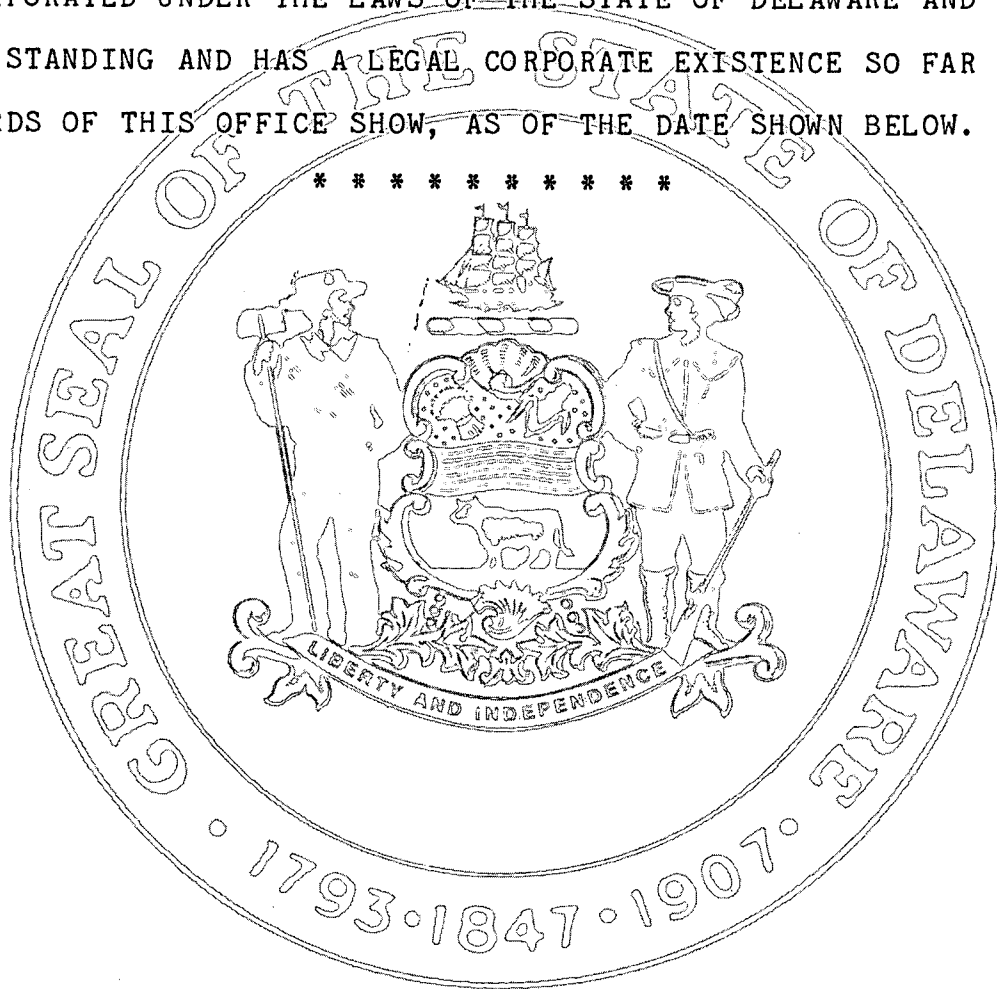
1. There must be annexed to this statement, a certificate by an authorized public official of the state or place of incorporation of the corporation, to the effect that the corporation making the statement is an existing corporation in good standing in that state or place. IF A NONPROFIT CORPORATION IS TO BE QUALIFIED, the certificate must also indicate that the corporation is a nonstock, nonprofit corporation.
2. No domestic corporation may be designated as agent for service of process unless it has filed with the Secretary of State the certificate provided for by Section 1505, California Corporations Code (CCC), and no foreign corporation may be designated unless it has qualified for the transaction of intrastate business in California and has filed with the Secretary of State of the State of California the certificate provided for by Section 1505, CCC. A domestic or foreign corporation must be currently authorized to engage in business in this State and be in good standing status on the records of the Secretary of State of the State of California, in order to file a certificate pursuant to this section.
NOTE: A CORPORATION CANNOT ACT FOR ITSELF AS AGENT FOR SERVICE OF PROCESS.

3. If a corporation is required to qualify under an assumed name (name other than the true corporate name) pursuant to Section 2106(b), CCC, then in the first line of this statement set out the correct corporate name, followed by "which will do business in California as _____," setting forth the assumed name in the space indicated. The assumed name should not be set out in connection with the corporate name anywhere else in the statement.
4. If the corporation changes its name the corporation must file an Amended Statement by Foreign Corporation. A form may be obtained from the Secretary of State.

State of Delaware
Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY DUALSTAR PRODUCTIONS, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

* * * * *



William T. Quillen
William T. Quillen, Secretary of State

AUTHENTICATION: *3884041

753123308

DATE: 05/03/1993